BYLAWS OF THE

PACIFIC COAST SOCIETY OF ORTHODONTISTS

Last Revision
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BYLAWS OF THE
PACIFIC COAST SOCIETY OF ORTHODONTISTS

ARTICLE I — NAME AND TERRITORIAL JURISDICTION

The name of this organization shall be the Pacific Coast Society of Orthodontists, hereinafter referred to as "the Society", "this Society", or “PCSO”. This Society is recognized as a constituent of the American Association of Orthodontists, also referred to as “the AAO”.

The territorial jurisdiction of this Society shall be comprised of members practicing in Alaska, Alberta, Arizona, British Columbia, California, Hawaii, that part of Idaho which includes Twin Falls and Ketchum and all areas west within Idaho, Nevada, the Northwest Territories, Oregon, Saskatchewan, Washington, the Yukon Territories, and the territorial possessions of the United States in the Pacific area.

ARTICLE II — MISSION STATEMENT

The Pacific Coast Society of Orthodontists is a professional organization of orthodontic specialists whose mission is to engage and include our diverse membership and to help them provide the highest level of patient care. We provide quality continuing education and support political advocacy for our specialty.

This Society is legally incorporated consistent with the laws of California.

ARTICLE III — MEMBERSHIP

A. CLASSIFICATION AND ELIGIBILITY: Election to and classification of membership in this Society shall be established as set forth in the bylaws of the AAO.

   Membership in this Society for U.S. members requires membership in the respective component organization. Canadian members are not required to be members of their respective provincial component organizations.

B. PRIVILEGES:
   Except as set forth elsewhere in these bylaws and policy statements of this Society, all members shall be entitled to all services and privileges as may be provided by this Society to the applicable classifications of membership.

   Only active members, including life active and active academic status, in good standing shall be eligible to seek or hold office or other elected or appointed positions in this Society, or to vote or otherwise participate in the selection of Society officials or the establishment of Society policies.

C. DUES AND ASSESSMENTS:
   1. Payment: All dues, application fees, and assessments shall be payable in U.S. currency to the AAO as a portion of its annual billing. The adjusted rate for Canadian member dues, application fees, and assessments is determined by the AAO bylaws. All dues shall be due and payable on June 1 of each year that they are due. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these bylaws.

   2. The annual dues and assessments for members of this Society shall be as recommended by the Budget and Finance Committee to the Board of Directors and shall be approved by a three-fourths (3/4) vote of the Board of Directors.

3. Waiver: In order for a member to be granted a requested waiver (full or partial) of the current year's dues obligation or assessment, they must provide to the Board of Directors a dues waiver request and the information required by the AAO that pertains to their request. PCSO staff and Secretary-Treasurer may authorize such requests after ensuring eligibility.

4. Exempt Members: Retired, Service, and Honorary members shall be exempt from dues and assessments.

5. Non-Payment of Dues and/or Assessments: On November 15 of each year, the Secretary-Treasurer of the AAO shall terminate the membership of those individuals whose dues and/or assessments for the current year have not been received. A member may reinstate their membership as set forth in the bylaws of the AAO.

D. APPLICATION AND RELOCATION:
Application: Application for all classes of membership, except Honorary, shall be made on the form prescribed by the AAO and submitted directly to the AAO. Once accepted, and appropriately classified, the applicant shall be deemed to be a member of the PCSO.

Relocation from one Jurisdiction to Another: To retain membership in the AAO, members who move the principal location of their professional activity into the geographical region of another constituent organization must make timely application to such constituent organization in accordance with the procedure described in the AAO bylaws.

ARTICLE IV — COMPONENT ORGANIZATIONS

A. NAMES AND TERRITORIAL JURISDICTION:
The names and territorial jurisdiction of the component organizations shall be:

1. Alaska State Society of Orthodontists,
2. Alberta Society of Orthodontists,
3. Arizona State Orthodontic Association,
4. British Columbia Society of Orthodontists,
5. California Association of Orthodontists,
6. Hawaii Society of Orthodontists,
7. Idaho State Orthodontic Society (for those members practicing in Twin Falls and Ketcham and all areas west within the state),
8. Nevada State Orthodontic Society,
9. Oregon State Society of Orthodontists,
10. Saskatchewan Society of Orthodontists,
11. Washington State Society of Orthodontists,
12. Territorial possessions of the United States in the Pacific area,
13. Yukon and Northwest Territories.

B. POWERS AND DUTIES:
A component organization shall have the following powers and duties:

1. Governance: Provide for its governance through the establishment of bylaws, rules, and regulations, provided such bylaws, rules, and regulations do not conflict with or limit the bylaws of this Society and the AAO. To the extent that they do so conflict with or limit those bylaws they are void.

Whenever the bylaws of a component organization conflict with or limit the bylaws of this Society and the AAO, the component organization may be placed on probation by either the PCSO Board of Directors or General Assembly[1] by a two-thirds (2/3) vote of the legal votes cast. The component organization shall be allowed a period of at least one (1) year in which to bring its bylaws into conformity. In the event a component organization on probation fails to so comply, the recognition of that component organization by this Society may be suspended by the PCSO Board of Directors or General Assembly[1] by a two-thirds (2/3) vote of the legal votes cast.

2. Discipline: Discipline any of its members in accordance with the provisions of these bylaws.

3. Component Dues and Assessments: Provide for its financial support by establishing any dues and assessments of the component organization. Such dues and assessments shall be in addition to any dues and assessments of the AAO and this Society.

4. Meetings: Hold a business or board meeting at least once each calendar year.

5. Legal Charter: Each component organization shall be registered as a not-for-profit corporation with the secretary of state, commonwealth, district, or province of its jurisdiction and shall be a separate legal entity from this Society.

C. MEMBERSHIP:

All members of component organizations in the United States shall be members in good standing of the AAO and this Society. Members of component organizations in Canada do not have the tripartite requirement.

ARTICLE V — BOARD OF DIRECTORS

A. COMPOSITION:

The Board of Directors shall consist of a total of nineteen (19) voting members, including the President, President-Elect, Secretary-Treasurer, Immediate Past President, and fifteen (15) voting Directors. Voting directors shall include one at-large New and Younger Member in addition to component representatives as follows: Alberta - 1, Alaska - 1, Arizona - 1, British Columbia - 1, California - 4, Hawaii - 1, Idaho - 1, Nevada - 1, Oregon - 1, Saskatchewan - 1, and Washington - 1.

The following individuals also have the right to attend and participate at all meetings of the board but shall have no voting privileges: Delegation Chair, AAO Trustee, Continuing Education Committee Chair (if not already serving as a component director), and Executive Director. These members shall not be present when the board enters executive session unless invited to attend in an advisory capacity with no voting privileges.

B. QUALIFICATIONS:

1. A Component Director shall be an active member, including life active and active academic, of this Society and the component organization that said Director is elected to represent.

   The New and Younger Member Director-at-Large shall be an active member of this Society in good standing of their respective component organization, and within 10 years of graduation from an accredited orthodontic residency program for the entirety of their two-year term.

Should the status of any Director change in regard to any of the preceding qualifications during that Director's term of office; that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.

2. Each Director shall sign this Society's Conflict of Interest form.

C. NOMINATION AND ELECTION:
A Component Director shall be nominated and elected by the component organization in accordance with the procedures of such organization. The Secretary of such organization shall promptly report the election of such Director to the Secretary-Treasurer of this Society.

The New and Younger Member Director-at-Large shall be elected by the PCSO Board of Directors. New and Younger members from any component within the PCSO region, who meet the qualifications, are eligible to apply and be considered for the position.

D. TERM OF OFFICE:
The term of office for a Component Director shall be four (4) years. The term of office for the New and Younger Member Director-at-Large shall be limited to one nonrenewable term of two (2) years.

E. VACANCY AND ABSENCE:
In the event of a vacancy in the office of Component Director, such vacancy shall be filled by the respective component organization in accordance with the provisions of that organization. In the event a Director is to be absent for an entire session of a Board of Directors meeting, a substitute Director shall be appointed by the component from which that Director was elected and in accordance with the provisions of that organization, to serve during such sessions. The substitute Director shall not have voting privileges during their term of appointment.

F. DIRECTORS ELECTED TO OFFICE:
A Director who is elected as an officer in this Society or AAO Trustee shall be considered to have relinquished the remainder of the term as Director and to remain on the Board of Directors only by reason of the new elective office.

G. POWERS AND DUTIES:
1. POWERS: The Board of Directors shall be the managing body of the Society, vested with full power to conduct all business of the Society, subject to the laws of the State of California, the Articles of Incorporation, the bylaws, the Policies and Procedures approved by the Board of Directors and the mandates of the General Assembly[1]. The Board of Directors shall have the power to:

    a. Establish rules and regulations not inconsistent with these bylaws to govern its organization and procedure;

    b. Direct the President to call a special session of the General Assembly[1] as provided in these bylaws;

    c. Change the annual dues or institute assessments for members of this Society as recommended by the Budget and Finance Committee to the Board of Directors (adoption shall require a three-fourths (3/4) vote of the Board of Directors for approval);

d. Nominate and elect the Trustee to represent the Society on the Board of Trustees of the AAO;

e. Elect a Delegation Chair to serve at the AAO House of Delegates;

f. Elect a New and Younger Member Director-at-Large;

g. Nominate a member for each AAO council vacancy;

h. Exercise full discretion in affecting publication in, or omission from, any official publication of the Society, in whole or part;

i. Establish ad interim policies, including the disbursement of unbudgeted funds, when the General Assembly[1] is not in session and when such policies are essential to the management of the Society;

j. Establish an Executive Committee;

k. Define and ensure appropriate level and model of management support;

l. Appoint consultants whenever necessary;

m. Nominate honorary members.

2. DUTIES: It shall be the duty of the Board of Directors to:

a. Provide for the maintenance and supervision of all of the real and personal property owned or operated by the Society;

b. Make appointments as necessary to help administer this organization;

c. Determine the time and place for convening each Annual Session and other meetings of the Society and to provide for the management and general arrangements for such meetings;

d. Cause all accounts of this Society to be reviewed or audited by an independent certified public accountant at least once each year;

e. Adopt a budget for carrying on the activities of this Society for each ensuing fiscal year;

f. Perform such other duties as may be prescribed by these bylaws.

H. MEETINGS:

1. Regular Meetings: The Board of Directors shall hold a minimum of three regular meetings each year.

2. Special Meetings:

a. The President may call a special meeting of the Board at any time.

b. The President shall call a special meeting at the request of five (5) voting members of the Board. Unless waived by unanimous consent, all special meetings shall require a minimum of four (4) days' notice to each member of the Board if by first-class mail or 48 hours' notice if delivered personally or by electronic transmission (including email). The business of special meetings shall be limited to that stated in the official call unless this limitation is waived by unanimous consent.

c. Special Meetings via Electronic Media: The members of the Board of Directors may participate in and act at a meeting of the Board of Directors called by the President on matters of the Society requiring immediate attention through the use of conferences via telephone or other appropriate technology. These meetings shall be recorded and made a part of the action of the Board of Directors. When communication is by conference telephone, all members must be able to hear one another. When communication is by video or other electronic means, each member participating must be able to communicate with all other members concurrently and be provided with the means to participate in all matters coming before the Board, including the capacity to propose or object to any action. Use of such modality requires the means to identify each person participating as a person entitled to participate, and to verify that only such persons cast votes.

3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

4. Action without meeting: The Board of Directors may transact any business without convening a meeting if the following conditions are met:

    a. Each and every Board member shall be notified of the nature of the proposed business;

    b. Each and every Board member must submit documented consent, via mail, fax, or email, to transact the business without a meeting;

    c. Each and every Board member shall approve the proposed action by submitting written consent to the proposed action;

    d. The action shall be effective as of the date the last Board member's approval is obtained (establishing unanimous Board consent), or other date specified in the action (including an earlier or later date); and

    e. The results of any approved matters shall be properly documented and entered into the minutes of the next Board meeting.

ARTICLE VI — OFFICERS

A. TITLE:
The officers of this Society shall be the President, the President-Elect, and the Secretary-Treasurer.

B. QUALIFICATIONS:
Only an active member, including life active and active academic status, in good standing of this Society shall be eligible to serve as an officer.

C. NOMINATION AND ELECTION:
The Secretary-Treasurer is nominated by the Nominating and Awards Committee and must be reported to the current Secretary-Treasurer and ratified by the Board of Directors no less than one hundred twenty (120) days prior to the start of the Annual Session. The approved Secretary-Treasurer candidate must also be announced to the membership no less than one hundred twenty

(120) days prior to the start of the Annual Session. Active members may submit nominations from the floor no less than ninety (90) days prior to the start of the Annual Session. The General Assembly[1] elects the Secretary-Treasurer. If more than one candidate is nominated for the office of Secretary-Treasurer, voting shall be by secret ballot.

The President-Elect would be elected by the General Assembly[1] in the event of a special election as outlined in policy.

D. TERM OF OFFICE:
The officers shall serve for a term of one (1) year or until their successors are elected.

E. VACANCIES and ABSENCES:

1. In the event the office of President becomes vacant, the President-Elect shall succeed to the office of President for the unexpired portion of the term and for the full term of President for which the President-Elect was named.

   A vacancy in the office of President-Elect shall be filled by the Immediate Past President, who shall serve concurrently as the Immediate Past President. The current President shall serve an additional year as President. The Immediate Past President would also serve an additional year as Immediate Past President.

   A vacancy in the office of the Secretary-Treasurer shall be filled by a member from the Board of Directors or another member named by the Board of Directors for the duration of the term, provided that any person so appointed shall not automatically succeed to any other office. If such vacancy were to occur, a special election would be held to elect the person to fill the President-Elect position for the subsequent year according to policy.

2. In the absence of the President, the President-Elect shall act as Chair; if the President-Elect is also absent, the Immediate Past President shall act as Chair. In the absence of the Secretary-Treasurer, the Chair shall appoint a Secretary pro tem.

F. DUTIES:

1. President: It shall be the duty of the President to:

   a. Serve as an official representative of this Society in its contacts with governmental, civic, business, and professional organizations for the purpose of advancing the objects and policies of this Society,

   b. Serve as Chair of the Board of Directors,

   c. Submit an annual report to the General Assembly[1], and

   d. Perform such other duties as provided in these bylaws or as may be prescribed by the General Assembly[1] or the Board of Directors and as usually appertain to the office of President.

2. President-Elect: It shall be the duty of the President-Elect to:

   a. Assume the duties of the President in case of absence or incapacity and

   b. Perform such other duties as may be provided in these bylaws or as may be prescribed by the General Assembly[1] or the Board of Directors and as usually appertain to the office of President-Elect.

3. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to:

   a. Keep a record of all proceedings of this Society,

   b. Submit an annual report to the General Assembly[1], and

   c. Perform such other duties as may be provided in these bylaws or as may be prescribed by the General Assembly[1] or the Board of Directors and as usually appertain to the office of Secretary-Treasurer.

ARTICLE VII — DELEGATION TO THE AAO

A. DELEGATION CHAIR:
The Board of Directors shall elect an individual to serve as Delegation Chair to the House of Delegates. The Delegation Chair will serve as a non-voting advisor to the Board of Directors and Executive Committee and shall be eligible to serve for two- three (3) year terms.

B. DELEGATES AND ALTERNATE DELEGATES:
The number of delegates from PCSO to the AAO House of Delegates shall be determined by the AAO. The delegation shall be composed of delegates and alternate delegates. Delegates and alternate delegates to the House of Delegates shall be nominated by the President and elected by a majority vote of the Board of Directors. The number of alternate delegates shall not exceed the number of delegates. The PCSO Delegation Chair to be elected by the Board of Directors, President, Immediate Past President, President-Elect, and Secretary-Treasurer must serve on the delegation for the duration of their term.

ARTICLE VIII — TRUSTEE TO AAO

A. NOMINATIONS AND ELECTION:
The Board of Directors shall nominate and elect an individual to serve as Trustee on the Board of Trustees of the AAO. The Trustee shall serve in accordance with the bylaws of the AAO.

B. AUTHORIZATION:
The Trustee to the AAO is authorized to represent PCSO in all matters pertaining to its affairs coming before the Board of Trustees of the AAO.

C. POWERS AND DUTIES:
The Trustee will make timely reports to the PCSO Board of Directors and shall serve as a non-voting member of the PCSO board and executive committee. Other powers and duties shall be as described in the AAO bylaws.

D. VACANCIES AND ABSENCES:
Should the Trustee temporarily be unable to carry out the Trustee's assigned duties, the President or the President's appointee shall serve as Interim Trustee until the Trustee can resume the

Trustee's duties. If the Trustee is permanently unable to carry out the Trustee's duties, a new Trustee shall be elected by the Board of Directors to complete the unexpired term. Said election shall occur at or before the next regularly scheduled Board meeting.

ARTICLE IX — COMMITTEES

A. PURPOSE AND AUTHORITY:

Committees of this Society are advisory, study, and working bodies which are constituted to provide input to the Society from all of the component organizations and to provide a medium for communication between component organizations. Committee authority is limited to study and recommendation within the organizational structure of the Society and its component organizations; this includes authority to seek information pertinent to such studies from any source outside the Society within guidelines as may be established by the Board of Directors. No outside person may participate directly or by observation in any committee delegations without specific authorization from the Board of Directors. No committee or member of a committee may communicate with any outside person, organization, or agency in such a way as to imply authority to represent the Society or present a Society position without direction of the Board of Directors. The Board of Directors may assign other duties to committees. The President of this Society has the authority to appoint all committee chairs, unless otherwise appointed by these bylaws.

B. TYPES OF COMMITTEES:

1. Standing Committees: Those committees that the Society uses on a continual basis as set forth in the bylaws. Standing committee members are required to be members of the Board of Directors.

2. Ad Hoc Committees: Those committees that the Society forms to address a specific need. An ad hoc committee may exist for as long as deemed necessary to complete the work assigned to it. When the work of an ad hoc committee is complete, the committee may be dissolved. Ad hoc committee members are not required to be members of the Board of Directors.

3. Task Forces: A task force is formed by the Society if there is an objective to be achieved in a short period of time. When the work of a task force is complete, the task force may be dissolved. Task force members are not required to be members of the Board of Directors.

C. STANDING COMMITTEES:

1. The standing committees of this Society shall be:

    a. Budget and Finance
    b. Executive

2. Budget and Finance Committee:

    a. Membership:

        i. Consists of the Secretary-Treasurer, who shall be Chair, a Vice Chair who may or may not be a current board member, and four (4) current board members in addition to the President-Elect and the Executive Director who will serve as non-voting advisors.

        ii. Where practical, the members shall be appointed equitably on a geographical basis. Upon approval of the Board of Directors, the President may change the number of members on this committee.

iii. The President may appoint a non-voting advisory member as a financial/budgetary expert to the committee as deemed necessary.

iv. Membership shall be "rotating" with no more than two (2) members completing their term each year. Members will be appointed by the President to begin service following the Annual Session for a maximum of two (2) terms of two (2) years. The Vice Chair will serve a maximum of two (2) terms of three (3) years.

v. All members of the committee must be active members in good standing of this Society and sign the Conflict of Interest form.

b. Duties:

i. Prepare an annual budget including the estimated amounts of income and disbursements for the ensuing year.

ii. Allocate, in accordance with its best judgment, the amount of funds available to meet the various requests and present its recommendations to the Board of Directors.

iii. Solicit and recommend non-dues revenue opportunities for the Society to support financial stability through outside revenue sources.

iv. Consider all fiscal matters of the Society and make recommendations to the Board of Directors.

3. Executive Committee:

a. Membership:

i. Four (4) voting members to include the President who shall be the Chair, the President-Elect, the Secretary-Treasurer, and the Immediate Past President.

ii. Non-voting members include the appointed Delegation Chair, AAO Trustee, Executive Director, and additional individuals as needed, the number to be determined by the Board of Directors.

iii. All members of the committee, with the exception of the Executive Director, must be active members in good standing of this Society and sign the Conflict of Interest form.

b. Duties:

i. Has the power to act for the full Board of Directors on matters requiring immediate action in the interim between sessions of the Board.

ii. Does not have the authority to reverse any action adopted by the full Board.

iii. All actions must be ratified by a majority vote of the Board at its next session and recorded in the Board’s minutes.

D. AD HOC COMMITTEES AND TASK FORCES:

1. The President, with the consent of the Board of Directors, may appoint ad hoc committees and task forces to perform duties not otherwise assigned by these bylaws.

2. The tenure of an ad hoc committee or task force shall last only until the committee's report is accepted as complete by the Board of Directors or the term as set forth in the resolution creating the committee expires.

3. Membership:

   a. Each ad hoc committee and task force shall consist of a Chair and an appropriate number of members to accomplish the assigned work. The number of members shall be set forth in the resolution creating the committee or task force. Where practical, the members shall be appointed equitably on a geographical basis. Upon approval of the Board of Directors, the President may change the number of members on a committee.

   b. The Chair of each committee and task force will be appointed by the President.

   c. All members of committees and task forces must be active members in good standing of this Society and sign the Conflict of Interest form.

   c. Non-voting members: Each representative to a council of the AAO shall be, where applicable, a non-voting additional member of the like committee, except where such council member is an appointed member of the committee.

4. Ad Hoc committees are further defined in the *Policy & Procedures Manual* of the Society.

E. SUBCOMMITTEES, CONSULTANTS, AND ADVISORS:

1. Subcommittees: A committee may appoint subcommittees to assist in the performance of its duties.

2. Consultants and Advisors: A committee shall have the authority to recommend consultants and advisors for appointment by the Board of Directors in conformity with rules and regulations as may be established by the Board of Directors.

F. VACANCIES AND ABSENCES:

In the event of a vacancy in the membership of any committee, the President shall appoint an active member to fill such vacancy. In the event such vacancy involves the chair of the committee, the President shall have the power to appoint an interim chair.

G. QUORUM:

A majority of the members of any committee shall constitute a quorum.

H. ACTION WITHOUT A MEETING:

Committees may transact any business without convening a meeting if the following conditions are met:

1. Every committee member must be notified of the nature of the proposed business;

2. Every committee member must submit documented consent, via mail, fax, or email, to transact the business without a meeting;

3. The effective date of the action shall be upon receipt of the last required signature or other date specified in the action; and

4. The results of the transaction(s) shall be properly documented and entered into the minutes of the next committee meeting.

ARTICLE X — Association Management Company

A. Association Management Company (AMC):
Upon approval of the Board of Directors, an Association Management Company will be contracted to perform the duties necessary to conduct the day-to-day business of this organization.

The AMC shall provide a competent Executive Director who will be responsible for all administration, operations, and organizational support. The Executive Director will supervise all staff, consultants, contract personnel, and outside services. The Executive Director shall follow all PCSO policies and procedures and communicate effectively with the PCSO Board of Directors, volunteers, and all members as appropriate. The Executive Director will be accountable to the PCSO Board of Directors through the PCSO Governance Committee and the PCSO Board of Directors shall have the right to request that the Executive Director be replaced by the AMC should circumstances warrant.

B. DUTIES:
The Association Management Company shall have the following duties and the performance of these duties shall be subject to the supervision and approval of the Board of Directors:

1. Administer all PCSO business matters which includes providing a legal address and central office location, maintaining appropriate banking and investment accounts, and representing the PCSO and each of its officers;

2. Facilitate communication between officers, board, committees, component organizations, general membership, and outside parties;

3. Negotiate contracts and execute agreements and provide management counsel as appropriate;

4. Maintain database of all financial transactions and an updated member database, providing accurate reports of financial activity and membership information to all interested parties;

5. Prepare annual budget for approval, process all invoices and payments, track expenditures to budget, immediately communicate anticipated variances with proposed resolution for handling any variance, and coordinate annual audit and tax return preparation;

6. Coordinate tasks associated with developing, designing, printing, and distributing member newsletter/journal and partner with other professionals charged with PCSO publications;

7. Maintain current information (as provided by PCSO) on the website or coordinate with the PCSO preferred provider;

8. Manage all logistics and information relative to Board, Delegation, and Committee Meetings (including agenda, minutes and reports); and

9. Manage all logistics and information for the PCSO Annual Session and other educational meetings which includes engaging exhibitors and sponsors as appropriate.

ARTICLE XI — RESIGNATION AND REMOVAL

A. RESIGNATION:
Any officer or director may resign at any time by giving written notification to the President or the Secretary-Treasurer of this Society. Should a director represent a component of the PCSO, notification shall be made to that component of such action. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified. Board members may be asked to resign by the executive committee if more than one board of directors meeting absence is requested during his/her tenure.

B. REMOVAL:
Any officer or director of this Society may be removed from their position with or without cause by a vote of the majority of the members present and voting at a duly noticed meeting of the General Assembly[1] with a quorum.

ARTICLE XII — MEETINGS OF THE MEMBERSHIP

A. ANNUAL SESSIONS:

1. Purpose: The Annual Sessions of this Society are established to foster the presentation and discussion of subjects pertaining to the improvement of the health of the public and the art and science of orthodontics.

2. Time and Place: The Society shall hold an Annual Session at a time and place selected by the Board of Directors. The Board of Directors shall have the power to change the time and place of the Annual Session or to cancel same in the event of extraordinary emergency.

3. Management and General Arrangements: The President shall appoint a committee to oversee each Annual Session and develop the educational program.

4. Trade Exhibits: Products or services may be exhibited at the discretion of the Board of Directors and in accordance with rules and regulations established by the Board.

5. Admission: Admission shall be limited to members of this Society who are in good standing and to others admitted in accordance with rules and regulations of registration as established by the Board of Directors.

B. BUSINESS MEETINGS:

1. Annual Business Meeting: The Society shall call a business meeting of the membership of this Society at least once annually. Such meetings shall be open to all members and known as the General Assembly[1]. The Secretary-Treasurer of this Society shall cause to be published an official notice with the time and place of the business meeting, business to be voted upon, and officers to be elected.

2. Special Business Meeting: A special business meeting of the General Assembly[1] may be called by the President, by a three-fourths (3/4) vote of the members of the Board of Directors, or on request of at least 5% of the voting membership. The time and place of the special business meeting shall be determined by the President, provided the date selected shall not be more than forty-five (45) days nor less than twenty (20) days after the date the request was received. The business of the special meeting shall be limited to that stated in the official call, except by unanimous consent of the General Assembly[1].

The Secretary-Treasurer of this Society shall send to each member an official notice of the time and place of each special business meeting, along with a statement of the business to be considered, at least fifteen (15) days prior to the opening of such meeting.

3. Quorum: Twenty (20) active members shall constitute a quorum for the transaction of business at any meeting.

4. Election Procedures: The Board of Directors shall determine the election procedures using the guidelines set forth in the current parliamentary authority as stated in Article XV for the election of officers and others and specify those procedures in the PCSO *Policy and Procedures Manual*.

C. OTHER EDUCATIONAL MEETINGS:

1. Purpose: Meetings of this Society may be established to foster the presentation and discussion of subjects pertaining to the improvement of the health of the public and the art and science of orthodontics.

2. Time and Place: These meetings may be held at a time and place approved by the Board of Directors. The Board of Directors shall have the power to change the time and place of the meeting or to cancel same in the event of extraordinary emergency.

3. Management and General Arrangements: The President shall appoint a committee to oversee each meeting and develop the educational program. Such committee shall be approved by the Board of Directors.

4. Trade Exhibits: Products or services may be exhibited at PCSO educational meetings at the discretion of the Board of Directors and in accordance with rules and regulations established by the Board.

ARTICLE XIII — FINANCES

A. FISCAL YEAR:

The fiscal year of this Society shall begin January 1 of each calendar year and end December 31 of the same calendar year.

B. GENERAL FUND:

The General Fund consists of unrestricted net assets/monies not allocated for purposes specifically outlined in these bylaws. These assets can be designated as reserves and operating expenses at the discretion of the Board of Directors. These monies shall be used to meet all expenses incurred by the Society not otherwise provided for in these bylaws.

C. BUDGET PREPARATION AND ADOPTION:

The proposed budget for each ensuing fiscal year shall be prepared by the Budget and Finance Committee and adopted by the Board of Directors.

D. REVIEW OF ACCOUNTS:

All accounts of this Society shall be reviewed or audited by an independent certified public accountant at least annually and a report of such audit shall be submitted to the Board of Directors.

ARTICLE XIV — INDEMNIFICATION

This Society shall indemnify, to the full extent authorized or permitted by the Corporation Law of the State of California, any person made, or threatened to be made, a party to an action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that the individual is or was a Director of, officer of, employee, or a member elected or appointed to any position of responsibility within this Society.

ARTICLE XV — PARLIAMENTARY AUTHORITY

The current edition of the parliamentary authority specified in the AAO bylaws shall govern this organization in all parliamentary situations that are not provided for in the law or in this Society's corporate charter, bylaws, or *Policies and Procedures Manual*.

ARTICLE XVI — AMENDMENTS

A. AMENDMENT PROTOCOL:

1. Amendments to these bylaws may be proposed by either the Board of Directors, a duly authorized committee, or from the membership if it is endorsed by twenty-five (25) active members.

2. Proposed amendments shall be reviewed, modified, accepted, or rejected by the Governance Committee at least sixty (60) days prior to the next Annual Session and such action may include the opinion of the Committee.

3. Once approved by the Board, the amendment shall be presented to the membership at least thirty (30) days prior to the next Annual Session, where it may be adopted by a two-thirds (2/3) vote of the active members present and voting at the regularly scheduled business meeting.

B. CLERICAL CORRECTIONS:

The Board of Directors may, by majority vote, make corrections in punctuation, grammar, spelling, and formatting to these bylaws which do not alter their context or intent.

ARTICLE XVII — PRINCIPLES OF ETHICS

The professional conduct of a member of this Society and each component organization shall be governed by the *Principles of Ethics and Code of Professional Conduct* of the AAO. Failure to adhere to them may subject a member to disciplinary action as stated in the AAO bylaws.

ARTICLE XVIII — DISCIPLINARY PROCEEDINGS

The Disciplinary Proceedings of the AAO as contained in its bylaws and policy statements shall be the Disciplinary Proceedings of this Society. Any ethics complaints against members of the Society shall be referred to the AAO for review and any grounds for action. Each member hereby agrees to and waives the right to hold this Society, its Officers, Trustee, Delegates, members, employees, or any of its component organizations responsible for any damage, pecuniary or otherwise, as a result of disciplinary proceedings against any member.

ARTICLE XIX — POLICY AND PROCEDURES MANUAL

Standing rules outlining the operations and requirements for all offices and committees of PCSO, as well as duties and responsibilities not specified in these bylaws, shall be set forth in a *Policy and Procedures Manual*. Said manual shall be prepared, adopted, maintained, and reviewed by the Board of Directors of PCSO. The power to amend the *Policy and Procedures Manual* shall be vested in the Board.

[1] The General Assembly is defined as the group of voting PCSO members attending the Annual Business meeting.